

So Ordered.

Signed this 25 day of October, 2023.



Robert E. Littlefield, Jr.
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF NEW YORK**

In re:

**GOOD SAMARITAN LUTHERAN HEALTH
CARE CENTER, INC. d/b/a BETHLEHEM
COMMONS CARE CENTER, *et al.*,¹**

Debtors.

**Case No. 19-12215-1
Chapter 11 (Main Case)
Case No. 19-12216-1**

Jointly Administered

**STIPULATION AND CONSENT ORDER APPROVING ASSIGNMENT OF
MEMBERSHIP INTERESTS IN REALTY PURCHASERS AND OPERATIONS
PURCHASERS**

This stipulation and consent order dated as of October 25, 2023, is made by, between, and among Steven J. Mitnick, Esq. as the Plan Administrator ("Plan Administrator") of Kenwood Manor Inc., f/k/a Good Samaritan Lutheran Home, Inc. ("GSLH") and Good Samaritan Lutheran

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (0663) and Kenwood Manor, Inc. (8178).

Health Care Center, Inc. ("GSLHC" and together with GSLH, the "Debtors"), Delmar SNF Realty Associates, LLC ("Delmar SNF Realty"), Delmar AH Realty Associates, LLC ("Delmar AH Realty" and together with Delmar SNF Realty, the "Realty Purchasers"), Delmar SNF Operations Associates LLC ("Delmar SNF Operations"), Delmar AH Operations Associates LLC ("Delmar AH Operations" and together with Delmar SNF Operations, the "Operations Purchasers"; collectively, the Debtors, the Realty Purchasers, and the Operations Purchasers are the "Parties") to approve certain assignments of membership interests (collectively, the "Assignments").

RECITALS

WHEREAS, on December 12, 2019, GSLH and GSLHC each filed petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of New York (the "Court") to commence their bankruptcy cases, with such cases subsequently being jointly administered under Case No. 19-12215-1; the filings constituted orders for relief; the Debtors continued in possession of their assets and in management of their business as debtors and debtors-in-possession pursuant to Bankruptcy Code Section 1107 and 1108;

WHEREAS, the Debtors entered into (i) the Purchase and Sale Agreement dated as of December 10, 2019, by and between GSLHC and Delmar SNF Realty (the "SNF Realty Agreement"), and (ii) the Purchase and Sale Agreement dated as of December 10, 2019, by and between GSLH and Delmar AH Realty (the "AH Realty Agreement", together with the SNF Realty Agreement collectively, the "Real Estate Agreements");

WHEREAS, the Debtors entered into (i) the Asset Purchase Agreement dated as of December 10, 2019, by and between GSLHC and Delmar SNF Operations (the "SNF Operations Agreement"), and (ii) the Asset Purchase Agreement dated as of December 10, 2019, by and

between GSLH and Delmar AH Operations (the "AH Operations Agreement", together with the SNF Operations Agreement collectively, the "Operations Agreements");

WHEREAS, on December 2, 2020, the Debtors' Second Amended Joint Chapter 11 Plan of Liquidation (the "Plan") was confirmed by the Bankruptcy Court, the Debtors became Reorganized Debtors under the Bankruptcy Code, and Steven J. Mitnick, Esq. was appointed Plan Administrator pursuant to the terms of the Plan;

WHEREAS, a certificate of need application was submitted to the New York State Department of Health ("DOH") by Delmar SNF Operations for change of ownership of the residential health care facility formerly operated by GSLHC;

WHEREAS, on or about August 2, 2023, it was determined that in order to move forward with the certificate of need application submitted by Delmar SNF Operations, assignments of membership interests in Operations Purchasers and Realty Purchasers were necessary;

WHEREAS, Realty Purchasers and Operations Purchasers are New York limited liability companies;

WHEREAS, the member(s) of Delmar SNF Operations and Delmar AH Operations have agreed to assign all of their membership interests in Operations Purchasers to Solomon Klein, so that he will be the sole member of each of the Operations Purchasers;

WHEREAS, the members of Delmar SNF Realty and of Delmar AH Realty have agreed to assign all of their membership interests in Realty Purchasers to Solomon Klein, so that he will be the sole member of each of the Realty Purchasers;

WHEREAS, Section 18.4 of each of the Real Estate Agreements requires the consent of the Debtors to any change in membership of the Realty Purchasers;

WHEREAS, the Debtors consent to the change in membership of Realty Purchasers to be identical to the Operations Purchasers;

WHEREAS, an amended certificate of need application has been submitted to DOH reflecting that Solomon Klein is the sole member of Delmar SNF Operations;

NOW, THEREFORE, in consideration of the terms described herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the applicable Parties agree as follows:

1. The assignment of all of the membership interests in Delmar SNF Realty to Solomon Klein is **APPROVED**;

2. The assignment of all of the membership interests in Delmar AH Realty to Solomon Klein is **APPROVED**;

3. To the extent that judicial approval is or may be required, the assignment of all of the membership interests in Delmar SNF Operations to Solomon Klein is **APPROVED**;

4. To the extent that judicial approval is or may be required, the assignment of all of the membership interests in Delmar AH Operations to Solomon Klein is **APPROVED**;

5. This does not change or alter the terms of the Fifth Stipulation And Consent Order Approving Amendments entered on September 28, 2023 [ECF No. 403] (the "Fifth Stipulation/Consent Order"), nor any of the documents referenced in the Fifth Stipulation/Consent Order, including the Asset Purchase Agreements, the Real Estate Agreements, the Receivership Agreements, DIP Agreement, the Amendments, and the Second Extension Agreement (as each of those terms are defined in the Fifth Stipulation/Consent Order).

6. This Stipulation and Consent Order may be executed by the Parties individually or in any combination, in one or more counterparts, each of which shall be deemed an original and

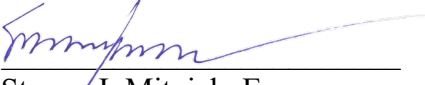
all of which shall together in the aggregate constitute one and the same agreement. This Amendment may be executed and delivered by telecopier or other facsimile transmission or in ".pdf" format, all having the same force and effect as if the same was a fully executed and delivered original counterpart.

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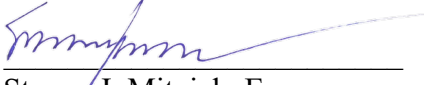
EXECUTION PAGE TO STIPULATION AND CONSENT ORDER:

"DEBTORS":

KENWOOD MANOR INC., f/k/a Good Samaritan Lutheran Home, Inc.

By: 
Name: Steven J. Mitnick, Esq.
Title: Plan Administrator under Debtors' Second Amended Joint Chapter 11 Plan of Liquidation

GOOD SAMARITAN LUTHERAN HEALTH CARE CENTER, INC.

By: 
Name: Steven J. Mitnick, Esq.
Title: Plan Administrator under Debtors' Second Amended Joint Chapter 11 Plan of Liquidation

"REALTY PURCHASERS":

DELMAR AH REALTY ASSOCIATES, LLC

By: _____
Name: Daryl Hagler
Title: Managing Member

DELMAR SNF REALTY ASSOCIATES, LLC

By: _____
Name: Daryl Hagler
Title: Managing Member

"OPERATIONS PURCHASERS":

DELMAR AH OPERATIONS ASSOCIATES, LLC

By: _____
Name: Kenneth Rozenberg
Title: Managing Member

DELMAR SNF OPERATIONS ASSOCIATES, LLC

By: _____
Name: Kenneth Rozenberg
Title: Managing Member

CONSENT OF ASSIGNEE OF MEMBERSHIP INTERESTS IN REALTY PURCHASERS AND OPERATIONS PURCHASERS:

Name: Solomon Klein

EXECUTION PAGE TO STIPULATION AND CONSENT ORDER:

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**KENWOOD MANOR INC., f/k/a Good
Samaritan Lutheran Home, Inc.**

By: _____
Name: Steven J. Mitnick, Esq.
Title: Plan Administrator under Debtors'
Second Amended Joint Chapter 11 Plan of
Liquidation

**GOOD SAMARITAN LUTHERAN
HEALTH CARE CENTER, INC.**

By: _____
Name: Steven J. Mitnick, Esq.
Title: Plan Administrator under Debtors'
Second Amended Joint Chapter 11 Plan of
Liquidation

"REALTY PURCHASERS":

**DELMAR AH REALTY
ASSOCIATES, LLC**

By: _____
Name: Daryl Hagler
Title: Managing Member

**DELMAR SNF REALTY
ASSOCIATES, LLC**

By: _____
Name: Daryl Hagler
Title: Managing Member

"OPERATIONS PURCHASERS":

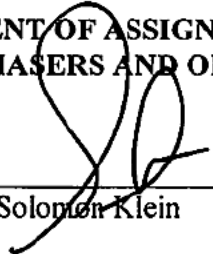
**DELMAR AH OPERATIONS
ASSOCIATES, LLC**

By: _____
Name: Kenneth Rozenberg
Title: Managing Member

**DELMAR SNF OPERATIONS
ASSOCIATES, LLC**

By: _____
Name: Kenneth Rozenberg
Title: Managing Member

**CONSENT OF ASSIGNEE OF MEMBERSHIP INTERESTS IN REALTY
PURCHASERS AND OPERATIONS PURCHASERS:**



Name: Solomon Klein